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RECORDATION NO. 27838 FILED

MAR 12 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
                  161 North Clark Street, 7th Floor
                  Chicago, IL 60601

[Lessee: Searles Valley Minerals Operations Inc.
                  (f/k/a IMC Chemicals Inc.)
                  9401 Indian Creek Parkway, Suite 1000
                  Overland Park, KS]

A description of the railroad equipment covered by the enclosed document is:

12 railcars: DGHX 9184 - DGHX 9187, DGHX 9190, DGHX 9191, DGHX 9284, DGHX 9285, DGHX 9287 - DGHX 9289, DGHX 9290.
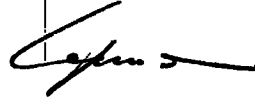
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of $41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

W I T N E S S E T H:

As of the date hereof, the Lessor and Searles Valley Minerals Operations Inc. (the "Lessee"), formerly known as IMC Chemicals Inc. and prior to that formerly known as North American Chemical Company, a Kansas corporation, are parties to that certain Rider No. 15 dated September 18, 1998 (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 6161-83 dated March 16, 1998 between the Lessor and the Lessee, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed on Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: _____

Name: Mark Stefani
Title: Vice President

SURFACE TRANSPORTATION BOARD

[Memorandum of Lease Agreement]

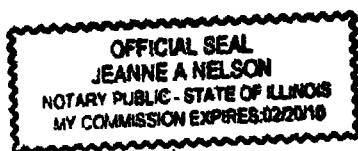STATE OF ILLINOIS   )
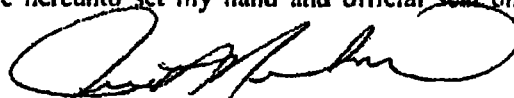   ) SS:
COUNTY OF COOK   )

    On this, the _26th_ day of _September_ 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

    IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____

        Notary Public

My Commission Expires _2/20/2010_
Residing in _Cook Cty_

OFFICIAL SEAL
JEANNE A NELSON
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/20/10

EXHIBIT A
CAR LIST

Unit Count	Car Mark	Car Number
1	DGHX	9184
2	DGHX	9185
3	DGHX	9186
4	DGHX	9187
5	DGHX	9190
6	DGHX	9191
7	DGHX	9284
8	DGHX	9285
9	DGHX	9287
10	DGHX	9288
11	DGHX	9289
12	DGHX	9290

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: __3/12/09__

_____
Robert W. Alvord